

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

NOTICE OF PROPOSED AMENDMENT TO DIP CREDIT AGREEMENT

PLEASE TAKE NOTICE THAT on November 9, 2020, the Debtors filed a motion [Docket No. 10] (the “**DIP Financing Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”) seeking, among other things, the entry of an order authorizing the Debtors to obtain postpetition senior secured superpriority financing, authorizing the use of cash collateral, and granting adequate protection to certain prepetition secured parties. On December 4, 2020 the Court granted the DIP Financing Motion on a final basis and entered the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 365 and 507, Bankruptcy Rules 2002, 4001, 6004 and 9014 and Local Bankruptcy Rule 4001-2 (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (II) Authorizing the Debtors’ Limited Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Secured Parties, and (IV) Granting Related Relief* [Docket No. 231] (the “**Final DIP Order**”).²

PLEASE TAKE FURTHER NOTICE THAT on December 27, 2020, the Debtors filed a motion [Docket No. 556] (the “**Motion to Amend**”) seeking, among other things, the amendment of the DIP Credit Agreement to extend the Scheduled Maturity Date and certain Bankruptcy Milestones under the DIP Credit Agreement to January 15, 2021 and to authorize further extensions by the filing of a notice only without further court order. On December 29, 2020, the Court granted the Motion to Amend and entered the *Order (I) Amending DIP Credit Agreement to Extend the Scheduled Maturity Date and Certain Bankruptcy Milestones Therein and (II) Granting Related Relief* [Docket No. 568] (the “**Order Amending DIP Credit Agreement**”).²

PLEASE TAKE FURTHER NOTICE THAT, pursuant to Paragraph 3 of the Order Amending DIP Credit Agreement, the Debtors, after reaching written agreement with the DIP Lenders, now give notice of the following proposed amendment (the “**Proposed Amendment**”) to the DIP Credit Agreement:

¹ The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at www.donlinrecano.com/yfhc. The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to those terms in the Final DIP Order and the Order Amending DIP Credit Agreement.

- a. The Scheduled Maturity Date under the DIP Credit Agreement is extended to the earlier of January 31, 2021 and the closing of the Sale, as such date may be extended pursuant to Section 2.3 of the DIP Credit Agreement, by amending the definition of “Scheduled Maturity Date” in the DIP Credit Agreement to read as follows:

“**Scheduled Maturity Date**” means the date that is the earlier to occur of (i) the closing date of the Bankruptcy Sale and (ii) January 31, 2021, as such date may be extended pursuant to Section 2.3.

- b. The Bankruptcy Milestone under the DIP Credit Agreement pertaining to the closing of the Sale is extended to January 31, 2021, by amending Section 5.17(b)(viii) of the DIP Credit Agreement to replace “January 15, 2021,” with “January 31, 2021.”

PLEASE TAKE FURTHER NOTICE THAT, pursuant to Paragraph 3 of the Order Amending DIP Credit Agreement, objections to the Proposed Amendment may only be filed by the U.S. Trustee or the Committee, and any such objections must be filed within five (5) days of the date of this Notice. In the event such an objection is filed and not resolved, the Proposed Amendment shall be permitted only pursuant to an order of the Court overruling such an objection, and the entry of such an order may be sought by the Debtors on an expedited basis. To the extent such an objection is not filed, or is filed but resolved, the Debtors may submit an order approving the Proposed Amendment under certification of counsel.

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Dated: January 9, 2021

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